Company Registration No: SC080104

## **ROYAL SCOT LEASING LIMITED**

# DIRECTORS' REPORT AND FINANCIAL STATEMENTS 30 September 2007

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30/06/2008 COMPANIES HOUSE

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Group Secretariat
The Royal Bank of Scotland Group plc
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## **OFFICERS AND PROFESSIONAL ADVISERS**

S J Caterer **DIRECTORS:** A S Devine

A C Farnell P A Tubb

C J Whittaker SECRETARY:

42 St Andrew Square Edinburgh EH2 2YE **REGISTERED OFFICE:** 

**Deloitte & Touche LLP AUDITORS:** 

**Bristol** 

Registered in Scotland.

#### **DIRECTORS' REPORT**

The directors present their report and the audited financial statements for the year ended 30 September 2007

#### **ACTIVITIES AND BUSINESS REVIEW**

The principal activity of the company, which is a wholly owned subsidiary of Royal Bank Leasing Limited, is the provision of fixed asset finance usually involving individually structured facilities

The Company is a subsidiary of The Royal Bank of Scotland Group plc which provides the Company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources or environment. For this reason, the directors believe that performance indicators specific to the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of The Royal Bank of Scotland Group plc review these matters on a group basis. Copies can be obtained from Group Secretariat, RBS Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies or through the Group's web site at rbs com

## Review of the year

The directors are satisfied with the development of the Company's activities during the year. The Company will be guided by its immediate parent company in seeking further opportunities for growth.

The Company's financial performance is presented in the Income Statement on Page 5 At the end of the year, the financial position showed total assets of £148,916,000 (2006, £113,557,000) and equity of £5,672,000 (2006, £4,605,000)

The Company is funded by facilities from The Royal Bank of Scotland plc—It seeks to minimise its exposure to external financial risks other than credit risk, further information is disclosed in Note 1

## **DIRECTORS AND SECRETARY**

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 1

From 1 October 2006 to date the following changes have taken place

	Appointed	Resigned
Director		_
T V Castledine		19 July 2007
A S Devine	19 July 2007	•

#### **DIRECTORS' RESPONSIBILITIES**

The directors are required by the Companies Act 1985 and 2006 to prepare a directors' report and financial statements for each financial year and have elected to prepare them in accordance with International Financial Reporting Standards as adopted by the European Union. They are responsible for preparing financial statements that present fairly the financial position, financial performance, and cash flows of the Company. In preparing these financial statements, the directors are required to

select suitable accounting policies and then apply them consistently, make judgements and estimates that are reasonable and prudent, state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company, and to enable them to ensure that the directors' report and financial statements comply with the requirements of the Companies Act 1985 and 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### DISCLOSURE OF INFORMATION TO AUDITORS

Each of the directors at the date of approval of this report confirms that

- a) so far as he/she is aware there is no relevant audit information of which the Company's auditors are unaware; and
- b) the director has taken all the steps that he/she ought to have taken to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

This confirmation is given and shall be interpreted in accordance with the provisions of section 234ZA of the Companies Act 1985

#### **AUDITORS**

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors

Approved by the Board of Directors and signed on behalf of the Board

A C Farnell

Director

Date 30 June 2008

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROYAL SCOT LEASING LIMITED

We have audited the financial statements of Royal Scot Leasing Limited ("the company") for the year ended 30 September 2007 which comprise the income statement, the balance sheet, the cash flow statement and the related Notes 1 to 18 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

#### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union are set out in the statement of directors' responsibilities. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view, and are properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the directors' report is consistent with the financial statements. In addition we also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the company, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion

the financial statements give a true and fair view, in accordance with IFRSs as adopted by the European Union, of the state of the company's affairs as at 30 September 2007 and of its profit for the year then ended,

the financial statements have been properly prepared in accordance with the Companies Act 1985, and

the information given in the directors' report is consistent with the financial statements

Deloitte & Touche LLP

Dobote + Vauch LAP

Chartered Accountants and Registered Auditors

Bristol, United Kingdom

30 dune 2008

## INCOME STATEMENT for the year ended 30 September 2007

	Note	2007 £'000	2006 £'000
CONTINUING OPERATIONS			
Revenue	3	6,104	5,366
Other operating income	4	1,173	1,853
Administrative expenses	5	(1,171)	(1,976)
OPERATING PROFIT	5	6,106	5,243
Finance costs	7	(4,657)	(4,488)
PROFIT BEFORE TAXATION		1,449	755
Tax charge	8	(382)	(450)
PROFIT FOR THE FINANCIAL YEAR	16	1,067	305

There have been no other gains or losses in the financial year or prior year

The notes on pages 8 to 16 form part of these financial statements

## BALANCE SHEET as at 30 September 2007

as at 30 September 2007	Note	2007 £'000	2006 £'000
NON CURRENT ASSETS Finance lease and hire purchase receivables	9	107,514 107,514	93,999
CURRENT ASSETS Finance lease and hire purchase receivables Trade and other receivables Cash and cash equivalents	9 10 11	12,470 921 28,011 41,402	18,170 1,388 ———————————————————————————————————
TOTAL ASSETS		148,916	113,557
CURRENT LIABILITIES Trade and other payables Bank overdraft and loans	12 13	(3,001) (21,691) (24,692)	(3,598) (13,671) (17,269)
NON CURRENT LIABILITIES Bank loans Deferred tax liabilities	13 14	(118,550) (2) (118,552)	(91,588) (95) (91,683)
TOTAL LIABILITIES		(143,244)	(108,952)
NET ASSETS		5,672	4,605
EQUITY			
Share capital Retained earnings	15 16	10 5,662	10 4,595
TOTAL EQUITY		5,672	4,605

The financial statements on pages 5 to 16 were approved by the Board of Directors and authorised for issue on 30 Tune 2008. They were signed on its behalf by 70

A C Farnell Director

The notes on pages 8 to 16 form part of these financial statements

## CASH FLOW STATEMENT for the year ended 30 September 2007

	Note	2007 £'000	2006 £'000
NET CASH USED IN OPERATING ACTIVITIES	17	(6,970)	(28,297)
FINANCING ACTIVITIES  New bank loans raised		35,173	27,672
NET CASH USED IN FINANCING ACTIVITIES		35,173	27,672
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		28,203	(625)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		(455)	170
CASH AND CASH EQUIVALENTS AT END OF YEAR		27,748	(455)

#### NOTES TO THE FINANCIAL STATEMENTS

#### 1 SIGNIFICANT ACCOUNTING POLICIES

#### a BASIS OF ACCOUNTING

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the EU. The Company in addition to complying with its legal obligation to comply with IFRS as adopted for use in the European Union, also complies with IFRS as issued by the International Accounting Standards Board.

The financial statements have been prepared on the historical cost basis. The principal accounting policies are set out below

IFRS 7 'Financial Instruments Disclosures' which became effective in this period introduces new disclosures relating to financial instruments but does not have any impact on the classification or valuation of the Company's financial instruments

The directors do not believe the adoption of any Standards or Interretations that have been issued but are not yet effective will have any material impact on the financial statements of the Company

The judgements and assumptions involved in the Company's accounting policies which have the most significant effect on the amounts recognised in the financial statements are those that relate to the criteria for assessing whether substantially all the significant risks and rewards of ownership lease assets are transferred to other entities

#### b INCOME UNDER FINANCE LEASE AND HIRE PURCHASE CONTRACTS

Finance leases and hire purchase contracts are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee All other leases are classified as operating leases

Finance lease income, which includes the amortisation of the investment in the lease, is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the finance lease and hire purchase contract

#### c BORROWING COSTS

All borrowing costs are recognised as an expense in the period in which they are incurred

## d TAXATION

Provision is made for taxation at current enacted rates on taxable profits, arising in income or in equity, taking into account relief for overseas taxation where appropriate

Deferred taxation is accounted for in full for all temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes, except in relation to overseas earnings where remittance is controlled by the Group, and goodwill

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered

#### e AMOUNTS RECEIVABLE UNDER FINANCE LEASES

A lease is recognised when there is a contractual right to the asset's cash flows and derecognised when all contractual rights and obligations expire. Amounts due from lessees under finance lease and hire purchase contracts are recorded as receivables at the amount of the net investment in the leases. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income.

Progress payments made prior to the commencement of the primary lease are included at cost together with the amount of any interest charged on such payments

#### NOTES TO THE FINANCIAL STATEMENTS

#### 1 SIGNIFICANT ACCOUNTING POLICIES Continued

#### f TRADE RECEIVABLES

Trade receivables are measured at initial recognition fair value, and subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

#### g CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and demand deposits, and other short term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value

#### h BANK BORROWINGS

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit or loss using the effective interest rate method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise

#### i FOREIGN CURRENCY

Transactions in foreign currencies are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing at the date of the transaction, or if measured at fair value, when the fair value was determined. Gains and losses arising on retranslation are included in profit or loss for the period.

#### I TRADE AND OTHER PAYABLES

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Trade and other payables are not interest bearing and are stated at their nominal value.

#### **k** RISK MANAGEMENT POLICY

#### Interest rate risk

The Company's policy is to avoid interest rate risk. Any movement in interest rates associated with the financing of the lease is charged or credited to the lessee.

#### Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of lessees to meet their obligations. Credit risk is managed through The Royal Bank of Scotland plc Group Credit Risk Management Framework to enable the Group to achieve appropriate risk versus reward performance whilst maintaining credit risk exposure in line with approved risk appetite on a Group basis. The Framework encompasses credit risk assessment prior to the approval of any credit exposure, and the control and monitoring of these exposures against approved limits. The Company has credit exposure to 15 lessees. The gross investment in the lease less unearned finance income represents the maximum credit exposure.

#### NOTES TO THE FINANCIAL STATEMENTS

#### 2 PARENT COMPANIES

The Company's immediate parent company is Royal Bank Leasing Limited

The Company's ultimate holding company, ultimate controlling party, and the parent of the largest group into which the Company is consolidated, is The Royal Bank of Scotland Group plc that is incorporated in Great Britain and registered in Scotland Copied of the financial statements for The Royal Bank of Scotland Group plc can be obtained from The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ

The smallest subgroup into which the Company is consolidated has as its parent company The Royal Bank of Scotland plc, a company incorporated in Great Britain and registered in Scotland Copies of the consolidated financial statements for this subgroup can be obtained from The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ

3	REVENUE	2007 £'000	2006 £'000
	Finance lease and hire purchase receivables		
	Rentals receivable Amortisation	17,518 (11,414)	20,525 (15,159)
		6,104	5,366
	Capital cost of asset additions financed:		
	Finance lease and hire purchase contracts	80,349	51,457
4	OTHER OPERATING INCOME	2007 £'000	2006 £'000
	Profit on disposal of lease & hire purchase contracts Other income	1,009 164	1,593 260
		1,173	1,853
5	OPERATING PROFIT		
	Operating profit has been arrived at after charging	2007 £'000	2006 £'000
	Fees & commissions Management charge Other	468 703 1,171	3 1,404 569 1,976
	Costs incurred in respect of audit services to the Company are included in the manage	ement charge a	s shown below
		£	£
	Auditors' remuneration for audit services	59,436	70,169

## 6 STAFF COSTS

All directors and employees are employed and remunerated by The Royal Bank of Scotland plc, which did not make a recharge to the Company in the year

The average monthly number of employees was nil (2006 nil)

## NOTES TO THE FINANCIAL STATEMENTS

7	FINANCE COSTS	2007 £'000	2006 £'000
	Interest payable to group undertakings	4,657	4,488
8	TAXATION	2007 £'000	2006 £'000
	A) ANALYSIS OF TAX CHARGE FOR THE YEAR		
	Current tax charge Group relief payable on profits for the year Adjustment in respect of prior periods	529 (54) 475	2,449 54 2,503
	Deferred tax origination and reversal of timing differences Current year Impact of rate change from 30% to 28% Adjustment in respect of prior periods	(88) (6) 1	(2,053)
	Tax charge	382	450
	B) FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR		
	Profit before tax	1,449	755
	Tax on profit at the standard rate of 30% (£'000 30%)  Permanent differences assets not qualifying for capital allowances  Permanent differences disposal of nil allowance asset  Non taxable income  Impact of rate change from 30% to 28%	435	227 11 144 14
	Adjustment to tax charge in respect of previous periods	(53)	54
	Tax charge	382	450

## NOTES TO THE FINANCIAL STATEMENTS

#### 9 FINANCE LEASE AND HIRE PURCHASE RECEIVABLES

-	Gross investment in lease		Present value of minimum lease payments	
	2007 £'000	2006 £'000	2007 £'000	2006 £'000
Amounts receivable under finance lease and hire purchase contracts		2000	2000	2000
Within one year	12,647	18,287	12,470	18,170
In the second to fifth years inclusive	54,932	54,624	50,254	53,039
After five years	69,226	44,266	57,260	40,960
	136,805	117,177	119,984	112,169
Less unearned finance income	(16,821)	(5,008)	N/A_	N/A
Present value of minimum lease payments receivable	119,984	112,169	119,984	112,169
Analysed as				
Finance lease and hire purchase receivables				
Non current (recoverable after 12 months)			107,51 <del>4</del>	93,999
Current (recoverable within 12 months)			12,470	18,170
			119,984	112,169

The Company has entered into lease arrangements for plant, equipment and aircraft. The average lease term is 10 years

Unguaranteed residual values of assets leased under finance lease and hire purchase contracts at the balance sheet date are estimated at £nil (2006 £nil)

The interest rate inherent in the leases is determined at the contract date for all the lease term. The average effective interest rate contracted approximates 4 7% (2006 5 0%) per annum.

The fair value of the Company's finance lease and hire purchase receivables at 30 September 2007 is estimated at £119,115,000 (2006 £112,169,000)

## NOTES TO THE FINANCIAL STATEMENTS

10	TRADE AND OTHER RECEIVABLES	2007	2006
		£'000	£'000
	Trade debtors	253	51
	Amounts due from group undertakings	254	49
	Other debtors	414	1,288
		921	1,388
	The directors consider that the carrying amount of trade and other receivables approx	umates to their f	aır value
11	CASH AND CASH EQUIVALENTS	2007	2006
		£'000	£'000
	Short term deposits with group undertakings	28,011	
	The directors consider that the carrying amount of cash and cash equivalents approxi	mates to their fa	nr value
12	TRADE AND OTHER PAYABLES	2007	2006
	Amounts falling due within one year	£'000	£'000
	Payments received on account	331	74
	Amounts due to group undertakings	2,430	3,297
	Other creditors	240	227
		3,001	3,598

The directors consider that the carrying amount of trade and other payables approximates to their fair value

## NOTES TO THE FINANCIAL STATEMENTS

13	BANK OVERDRAFT AND LOANS	2007	2006
		£'000	£'000
	Bank overdraft due to group undertakings	263	455
	Loan amount due to group undertakings	139,978	104,804
			101,001
		140,241	105,259
	The borrowings are repayable as follows		
	On demand or within one year	21,691	13,671
	In the second year	6,896	13,008
	In the third to fifth year inclusive	30,385	29,130
	After five years	81,269	49,450
	•		
		140,241	105,259
	Less Amounts due for settlement within 12 months (shown under current liabilities)	(21,691)	(13,671)
	Amounts due for settlement after 12 months	118,550	91,588
	The effective interest rate on the bank loan is 4 9% (2006 4 2%)		
	Borrowings by the earlier of contractual repricing or maturity is		
	On demand or within one year	61,209	87,874
	In the second year	6.483	8,006
	In the third to fifth year inclusive	21,018	9,379
	After five years	51,532	-,
		140,242	105,259

The fair value of the bank overdraft and loans is estimated at £139,372,000 (2006 £105,259,000)

A right of set off exists over the Company's bank account with The Royal Bank of Scotland plc against advances made to the Company's immediate holding company and its subsidiaries

## NOTES TO THE FINANCIAL STATEMENTS

## 14 DEFERRED TAX

	Movements during the year				Deferred taxation £'000
	At 1 October 2005 Charge to income statement				2,148 (2,053)
	At 1 October 2006 Charge to income statement				95 (93)
	At 30 September 2007				2
	Full provision has been made for the potential amo	ount of deferred taxa	ition shown bel	ow 2007 £'000	2006 £'000
	Accelerated capital allowances on assets financed Other temporary differences	ı		2	72 23
				2	95
15	SHARE CAPITAL				
	Ordinary Shares of £1 each	2007 Number of Sha	2006 res ('000s)	2007 £'000	2006 £'000
	Authorised	1,000	1,000	1,000	1,000
	Allotted, called up and fully paid	10	10	10	10
	The Company has one class of ordinary voting sha	ires which carry no r	right to fixed inc	come	
16	RETAINED EARNINGS				
	Balance at 1 October 2005 Profit for the financial year			£'000 4,290 305	
	Balance at 1 October 2006 Profit for the financial year			4,595 1,067	
	Balance at 30 September 2007			5,662	

## NOTES TO THE FINANCIAL STATEMENTS

Profit before tax 1,449	755 4,488
Advision anto for	4.488
Adjustments for 4,657	4.400
	(26,011)
<b>,</b> · · ·	
Decrease in payables (106)	(1,980)
Cash generated by operations (1,350)	(22,748)
Income taxes paid (988)	(1,009)
Interest paid (4,632)	(4,540)
Net cash from operating activities (6,970)	(28,297)
18 RELATED PARTY TRANSACTIONS	
During the payed the Company entered into the fallowing related next, transactions	
During the period, the Company entered into the following related party transactions 2007	2006
£'000	£'000
2000	2000
Royal Bank Aerospace Limited	
Transactions during the period	
Break costs 5,005	
	<del></del>
Royal Bank Leasing Limited	
Transactions during the period	
Management charge paid to related party 468	1,404
Group relief paid 988	1,009
Interest on loan paid to related party 4,657	4,488
Additional borrowing from related party 35,173	27,672
Group relief owed to related party (1,651)	(2,165)
Outstanding balance owed to the related party (114,143)	(108,052)
The Royal Bank of Scotland pic	
Bank account held with related party (263)	(455)

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties. Both The Royal Bank of Scotland pic and Royal Bank Leasing Limited are fellow subsidiaries of the ultimate holding company. The Royal Bank of Scotland Group pic.